

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

APF GROUP, INC.,  
d/b/a A.P.F. MASTER FRAMEMAKERS,  
a/k/a APF MUNN,

Chapter 11  
Case No. 09 B 23696 (RDD)

Debtor.

-----X

**ORDER SCHEDULING HEARING ON SHORTENED NOTICE WITH  
RESPECT TO DEBTOR'S MOTION SEEKING ENTRY OF: (I) SALE  
PROCEDURES ORDER (A) APPROVING BIDDING PROCEDURES, (B)  
APPROVING A BREAK-UP FEE, (C) APPROVING THE FORM AND  
MANNER OF NOTICE, AND (D) SCHEDULING AN AUCTION AND SALE  
HEARING; AND (II) SALE APPROVAL ORDER (A) AUTHORIZING THE  
SALE OF SUBSTANTIALLY ALL OF THE DEBTOR'S ASSETS FREE  
AND CLEAR OF ALL LIENS, CLAIMS INTERESTS AND  
ENCUMBERANCES, (B) AUTHORIZING THE ASSUMPTION AND  
ASSIGNMENT OF CERTAIN EXECUTORTY CONTRACTS AND LEASES  
IN CONNECTION THEREWITH, (C) GRANTING THE SUCCESSFUL  
BIDDER GOOD FAITH STATUS, (D) WAIVING THE FOURTEEN DAY  
STAY OF SALE ORDER, AND (E) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>1</sup> of APF Group, Inc. d/b/a A.P.F. Master Framemakers, a/k/a APF Munn, the above captioned debtor and debtor-in-possession (the "Debtor"), by its attorneys, Rattet, Pasternak & Gordon-Oliver, LLP, dated January 12, 2011 pursuant to the Southern District of New York Administrative Guideline Order GM-331 for the conduct of asset sales, seeking for two Orders: (I) Sale Procedures Order: (a) establishing bidding procedures to govern the Sale of certain the Debtor's Assets between the Debtor and the Purchaser, subject to higher and better bids; (b) approving a Break-Up Fee; (c) scheduling an Auction to sell the Assets; (d) scheduling a Sale Hearing; and (e) approving the form and manner of notice of the Sale, the Bidding Procedures, the Auction and the Sale Hearing; and (II) Sale Approval Order:

---

<sup>1</sup> Capitalized terms used herein and not otherwise defined shall have the meaning set forth in the Ex Parte Application.

(a) approving the Sale of the Debtor's Assets in accordance with the results of the Auction to the Successful Bidder; (b) authorizing the assumption and assignment of certain executory contracts and leases in connection with the Sale; (c) granting the Successful Bidder good faith status; and (d) waiving the fourteen day stay of the Order, and granting related relief, it is now hereby

**ORDERED**, that a hearing shall be held before this Court on **January 21, 2011 at 10:00 a.m.** or as soon thereafter as counsel can be heard before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court, 300 Quarropas Street, Courtroom 118, White Plains, New York 10604, or as soon thereafter as counsel can be heard to consider (i) entry of the Sale Procedures Order and (ii) any objections, if any, filed thereto; and it is further

**ORDERED**, that a copy of this Scheduling Order shall be served by overnight delivery, facsimile or email on or before January 14, 2011, upon: (i) Office of the United States Trustee; (ii) counsel to the Committee; (iii) counsel to the Purchaser; (vi) all counterparties to each of the Debtor's executory contracts and/or leases, and (vii) parties who have filed notices of appearance; and it is further

**ORDERED**, objections, if any, to entry of the Sale Procedures Order may be made prior to and at the hearing. Objections made prior to the hearing should be made in writing, filed with the Court on the Court's Electronic Case Filing System, at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov) (login and password required), with a hard copy delivered directly to the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court, 300 Quarropas Street, Courtroom 118, White Plains, New York 10604, and be served upon: (i) counsel to the Debtor, Rattet, Pasternak & Gordon Oliver, LLP, 550 Mamaroneck Ave, Suite 510, Harrison, New York 10528, Attn: Jonathan S. Pasternak, Esq.; (ii) counsel to the Purchaser,

Troutman Sanders LLP, The Chrysler Building, 405 Lexington Avenue, New York, New York 10174, Attn: John P. Campo, Esq.; and (iii) counsel to the Official Committee of Unsecured Creditors, Platzer, Swergold, Karlin, Levine, Goldberg & Jaslow, LLP, 1065 Avenue of the Americas 18th Floor, New York, NY 10018, Attn: Henry Swergold, Esq.; and it is further

**ORDERED**, that proof of service in accordance with this Scheduling Order shall be filed with the Bankruptcy Court prior to the Hearing.

Dated: White Plains, New York  
January \_\_, 2011

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE